

Nor is there any basis for concluding that AT&T would have the incentive or ability to restrict @Home and Road Runner subscriber access to the Internet after the Merger. Because the popularity of cable Internet services has still not been proven, there is no incentive for AT&T to restrict their utility and appeal to consumers. Moreover, as content and applications tailored specifically to the broadband environment are developed and marketed, AT&T will instead have every incentive to make them more accessible to their subscribers – not to restrict access. After all, consumer acceptance of cable Internet services will be driven by the availability of such content, the development of which is still in its infancy. Restricting access would undercut the tremendous investment in broadband facilities both AT&T and MediaOne have already made. For these reasons, there is no basis to conclude that access to content will be restricted by the Merger.

In addition, AT&T will not have the ability to foreclose access to its cable subscribers by Internet content providers. Such an attempt would fail because these subscribers could access the same content through alternative ISP or OSP services. Thus, any attempt by AT&T to restrict the content available to subscribers of @Home or Road Runner services would prove futile.

If and when content providers develop services that are dependent upon broadband “last-mile” transport, the situation will be no different. Already today, numerous broadband alternatives exist or are close to market. Cable Internet services have no proven marketplace advantage over other broadband providers; consumers should be allowed to make that choice for themselves. Because consumer acceptance of broadband Internet access services may well hinge upon ready access to a wide range of content, there is no basis for concluding that content providers will have difficulty in reaching AT&T cable subscribers post-Merger.

**c. AT&T's ownership interest in @Home and Road Runner raises no anticompetitive concerns**

The Merger is expressly not a merger of Road Runner and @Home. AT&T's ownership interest in both companies after the Merger will raise no anticompetitive issues, for several reasons. First, cable companies that wish to provide their subscribers with high speed Internet access have several options.<sup>236</sup> In addition to @Home and Road Runner, there are many companies that compete to provide Internet services in conjunction with cable operators. For example, Convergence.com Corp., founded in 1994, was one of the earliest providers of cable Internet services. By early 1999, that company had made cable modem service available to 300,000 homes in at least eight service areas.<sup>237</sup> In 1998, High Speed Access Corp. offered its service in fourteen service areas.<sup>238</sup> The ISP Channel has agreements with twenty-three cable operators through which it passes 1.6 million homes.<sup>239</sup> Knology provides a cable modem Internet service called "OloBahn," and has also partnered with ISPs MindSpring and A World of Difference to provide cable Internet services in certain of its service areas.<sup>240</sup> And Earthlink, one of the largest ISPs in the United States, offers high-speed Internet access using cable modem

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<sup>236</sup> Each of the 18 largest cable operators, and many smaller cable operators as well, are beginning to deploy cable Internet services in the communities they serve. See Comments of the National Cable Television Association, *Inquiry Concerning the Deployment of Advanced Telecommunications Capability to All Americans in a Reasonable and Timely Fashion*, CC Docket No. 98-146, at 8 (FCC Sept. 14, 1998).

<sup>237</sup> See <[www.cabledatacomnews.com/cmhc/cmhc5.html](http://www.cabledatacomnews.com/cmhc/cmhc5.html)>.

<sup>238</sup> Mike Farrell, *Vulcan Lords Over HAS*, Multichannel News Online (April 5, 1999) <[www.multichannel.com](http://www.multichannel.com)>.

<sup>239</sup> See <[www.ispchannel.com/press/11may99.html](http://www.ispchannel.com/press/11may99.html)>.

<sup>240</sup> See, e.g., *Knology Adds ISP to Charleston Net*, Multichannel News Online, March 22, 1999 <[www.multichannel.com](http://www.multichannel.com)>; KNOLOGY - Internet <<http://www.knology.com/internet.cfm>>.

technology in six service areas,<sup>241</sup> while Internet Ventures Inc. has launched its “PeRKInet” cable Internet service in two service areas in California.<sup>242</sup> Thus, any attempt by @Home or Road Runner to charge supracompetitive prices to cable systems for the inputs they provide would simply drive these cable systems to these competitors.

Even if such alternatives did not currently exist, @Home and Road Runner face competition from any company willing to make the necessary investments to provide the same services. Although @Home and Road Runner have invested in developing an Internet offering uniquely tailored to the cable environment, these companies use equipment from large commercial vendors. Other companies could lease Internet backbone services and combine them with caching and replication technologies like those used by @Home and Road Runner and to provide similar cable Internet services. And nothing prevents other ISPs from deploying their own content and special applications that could potentially appeal to consumers in the same way that @Home and Road Runner’s content and applications do. For all of these reasons, numerous companies are well-poised to provide the same inputs that @Home and Road Runner provide to cable operators.

Most importantly, even if there were no alternatives to @Home and Road Runner, and no ability to replicate the inputs that they provide, there would still be not anticompetitive concerns. As clearly demonstrated above, there are a broad range of choices for broadband

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<sup>241</sup> See *Charter Pipeline Powered by EarthLink* <[www.earthlink.net/home/highspeed/cable](http://www.earthlink.net/home/highspeed/cable)>.

<sup>242</sup> See, e.g., *Internet Ventures, Inc., Sun Country Cable to Launch PeRKInet Service in California* (April 27, 1998) <<http://www.ivn.net/news/042798.html>>.

Internet access, including DSL and satellite.<sup>243</sup> Thus, even a “monopoly” cable Internet service provider could not harm consumers because any attempt to charge supracompetitive input prices would be cause cable ISPs to lose customers to their telephone and satellite delivered rivals.

**d. The availability of an integrated cable Internet service that brings together high-speed access and enriched content does not present any anticompetitive concern**

The Commission has already determined not to require the “unbundling” of cable Internet services so as to require the provision of a pure “transport” capacity by cable operators.<sup>244</sup> Nothing about the Merger should affect the Commission’s prior analysis, nor will the Merger increase the amount of “bundling” in any case. Both @Home and Road Runner are already offered to residential customers as stand-alone, integrated cable Internet services. While the Merger could be seen as expanding AT&T’s total number of Internet access “subscribers,” every one of these subscribers will continue to have numerous alternatives for Internet access.<sup>245</sup>

Allowing AT&T to offer integrated content and high-speed access through @Home and RoadRunner also furthers numerous pro-competitive policies. Most importantly, deployment of cable Internet services requires investments in network upgrades and consumer education. The Merger will further facilitate the necessary joint investments in and planned

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<sup>243</sup> Whether any of these competitors wins the “race to the home” is irrelevant, because none have unique advantages that guarantee they will dominate the market.

<sup>244</sup> 706 NOI Report ¶ 101. Cf. AT&T-TCI ¶ 147 (noting that the merger will enhance competition and create more “customer choice among video- and content enriched high-speed Internet access services”).

<sup>245</sup> Moreover, regardless of which technology gets to the home first, competitors will continue to offer alternative Internet transport arrangements.

deployment of new facilities. By contrast, forced unbundling would reduce investment incentives by increasing the likelihood of “free-riding” by third parties.

Even if the ability to offer an integrated service did not create substantial investment incentives, consumers benefit from the availability of such an offering – just as they do from the combination of content and facilities produced by television broadcasters and DBS operators,<sup>246</sup> and the service bundles sold by online service providers. Like these other providers of “bundled” products, cable operators should be permitted to choose which “bundle” of services is most valued by their customers, and to add services only when they expect it makes sense to do so. Given the state of competition in this market, there is no reason to predict consumers will not receive the services they most value.

## **VI. PROCEDURAL MATTER**

As the Commission is aware, MediaOne’s subsidiaries and affiliates hold a number of licenses to operate cable television relay systems, satellite earth stations, private point-to-point microwave, common carrier and private business radio stations. The Merger results in a transfer of control of all of these authorizations. Given the ongoing regulatory activity of MediaOne, including the need for MediaOne to file numerous applications with the Commission during the period in which the instant transfer of control applications will remain pending at the Commission, the Parties request that grant of the instant transfer of control applications include the authorization for AT&T to acquire control of: (1) any authorization

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<sup>246</sup> In fact, as noted, Hughes’ AOL-DirecTV represents such a bundled offering. The transport component offered by Hughes presumably is not available to other ISPs on an unbundled basis.

issued to MediaOne or its subsidiaries and affiliates during the Commission's consideration of the transfer of control applications and the period required for consummation of the transaction following approval; (2) construction permits held by licensees involved in this transfer of control that mature into licenses after closing and that may have been omitted from the transfer of control applications; and (3) applications that will have been filed by such licensees and that are pending at the time of consummation of the proposed transfer of control. Such action would be consistent with prior decisions of the Commission.<sup>247</sup>

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<sup>247</sup> *AT&T-TCI* ¶ 156.

# AT&T CABLE OWNERSHIP<sup>1</sup>

	ENTITY	OWNERSHIP <sup>2</sup>	OWNERSHIP %	CABLE HOMES PASSED	SUBSCRIBERS	PURCHASES PROGRAMMING THROUGH AT&T
<b>Owned and Operated Systems<sup>3</sup></b>	<b>AT&amp;T</b>	<b>AT&amp;T</b>	<b>100%</b>	<b>17,249,000</b>	<b>10,670,000</b>	<b>Y</b>
<b>Consolidated Systems</b>	Alabama T.V. Cable Inc.	TCI Cablevision of Alabama, Inc.	86.67%	40,000	27,000	Y
		William J. McDonald	6.67%			
		Locust Mountain Part II, L.P.	6.67%			
	Cablevision Associates of Gary Joint Venture	Cable Television of Gary, Inc.	90.00% general	40,000	18,000	Y
		Zarin Libauer Cablevision Corp.	10.00% general			
	District Cablevision Limited Partnership	TCI of D.C., Inc.	75.00% limited	262,000	110,000	Y
		District Cablevision, Inc.	25.00% general			
	InterMedia Partners	Various TCI Entities	97.981% limited	203,000	141,000	Y
		InterMedia Capital Management I, LLC	.002% general			
		InterMedia Capital Management, L.P.	2.017% limited			

<sup>1</sup> As of May 31, 1999. Does not include two systems that have less than 1,000 homes passed/subscribers.

<sup>2</sup> AT&T entities in bold.

<sup>3</sup> AT&T systems with approximately 1,155,000 homes passed and approximately 735,000 subscribers will be transferred to Comcast upon consummation of the AT&T-MediaOne Merger. Comcast also has an option to acquire additional cable systems from AT&T. If Comcast exercises that option, the homes passed and subscriber numbers listed here will be reduced accordingly. In addition, AT&T recently entered into transactions to sell its interest in Falcon Communications, L.P., to reduce below 5% its interest in the cable systems currently owned by Bresnan Communications Co., Ltd. Partnership, and to sell its interests in certain cable systems to Cox Communications, Inc.

	ENTITY	OWNERSHIP	OWNERSHIP %	CABLE HOMES PASSED	SUBSCRIBERS	PURCHASES PROGRAMMING THROUGH AT&T
	Mile Hi Cable Partners, L.P.	Community Cable Television P&B Johnson Corp. Daniels Communications, Inc.	78.00% limited  21.00% general 1.00% limited	250,000	113,000	Y
	South Chicago Cable, Inc. (includes Communications & Cable of Chicago, Inc. and LaSalle Communications, Inc.)	TCI of Illinois  TCID of Chicago, Inc. TCID of South Chicago, Inc. Numerous Small Investors	16.75%  33.25% 40.00% 10.00%	641,000	220,000	Y
	Tele-Communications of South Suburbia, Inc.	TCI of Illinois, Inc.  John L. Cifelli	80.00%  20.00%	20,000	8,000	Y
	United Cable Television of Baltimore Limited Partnership	UCTC of Baltimore, Inc.  UCTC LP Company Universal Telecom, Inc. Clarence Elder Barbara Elder Clarence and Barbara Elder Clarence and C. Lewis Elder Clarence and Lisa M. Elder Clarence and Leann Elder	1.000% general  82.878% limited 3.087% limited 5.459% limited 1.290% limited 4.798% limited 0.496% limited 0.496% limited 0.496% limited	297,000	110,000	Y



	ENTITY	OWNERSHIP	OWNERSHIP %	CABLE HOMES PASSED	SUBSCRIBERS	PURCHASES PROGRAMMING THROUGH AT&T
Non-consolidated Systems	Pamassos Communications, L.P.	TCI Adelphia Holdings, LLC	33.33% general	710,000	475,000	Y
		Adelphia Western New York Holdings, Inc.	66.57% general			
		Montgomery Cablevision, Inc.	0.10% limited			
	American Cable TV Investors 5, Ltd.	IR-TCI Partners V, L.P. (publicly traded units)	1.00% general 99.00% limited	32,000	20,000	Y
	Bresnan Communications Co. Ltd. Partnership	TCI Bresnan LLC  Blackstone Entities  BCI (USA), LLC (an affiliate of William J. Bresnan)  William J. Bresnan	50.00% limited  39.40% limited 8.60% limited and 1.00% general  1.00% limited	949,000	640,000	Y
	Cablevision Systems Corporation	Country Cable III, Inc.; CCC Sub, Inc.; TCI CSC II, Inc.; TCI CSC III, Inc.; TCI CSC IV, Inc.; TCI CSC V, Inc.; TCI CSC VI, Inc.; TCI CSC VII, Inc.; TCI CSC VIII, Inc.; TCI CSC IX, Inc.; TCI CSC X, Inc.; and TCI CSC XI, Inc.	33 % in the aggregate	5,126,000	3,419,000	N
	Falcon Communications, L.P.	TCI Falcon Holdings, LLC  Falcon Holding Group, L.P.	45.9474% general  54.0526% general/limited	1,626,000	955,000	Y
	Insight Communications of Indiana, LLC	TCI of Indiana Holdings, LLC  Insight Communications Company, L.P.	50.00% member  50.00% member (mgr)	471,000	319,000	Y

	ENTITY	OWNERSHIP	OWNERSHIP %	CABLE HOMES PASSED	SUBSCRIBERS	PURCHASES PROGRAMMING THROUGH AT&T
	InterMedia Capital Partners IV, L.P.	Various TCI Entities  Institutional Investors  InterMedia Capital Management IV, L.P.  ICM-IV Capital Partners, LLC  InterMedia Capital Management, LLC	44.580% limited  48.933% limited  1.186% limited  1.514% limited  0.001% mgp	940,000	595,000	Y
	Intermedia Capital Partners VI, L.P.	TCI IP-VI, LLC  InterMedia Capital Management VI, LLC  InterMedia Capital Management VI, L.P.  Leo J. Hindery, Jr.  Blackstone KC Offshore Capital Partners L.P.; Blackstone KC Capital Partners L.P.; Blackstone Family Investment Partnership III L.P.	49.005% limited  .001% general  .999% limited  .495% limited  49.500% limited (combined interest)	653,000	424,000	Y
	Lenfest Communications, Inc.	LMC Lenfest, Inc.  H.F. Lenfest; S. Morris/H. Brooks C/F Diane A.; S. Morris/H. Brooks C/F Brook J.S. Morris/H. Brooks C/F H. Chase	50.00%  50.00% combined	1,383,000	1,014,000	Y
	Clearview Partners	[LENFEST SUB]		15,000	10,000	Y
	Garden State Cable TV	[LENFEST SUB]		302,000	212,000	Y
	Raystay Co.	[LENFEST SUB]		86,000	61,000	Y
	Susquehanna	[LENFEST SUB]		215,000	169,000	Y

	ENTITY	OWNERSHIP	OWNERSHIP %	CABLE HOMES PASSED	SUBSCRIBERS	PURCHASES PROGRAMMING THROUGH AT&T
	Kansas City Cable Partners	Liberty Cable of Missouri, Inc.  TCI of Overland Park, Inc.  Time Warner Entertainment Company, L.P.	46.20% general  3.80% general  50.00% general	497,000  (These homes passed also are included in the TWE systems listed under the MediaOne Cable Ownership chart.)	307,000  (These subscribers also are included in the TWE systems listed under the MediaOne Cable Ownership chart.)	N
	Texas Cable Partners, L.P.	TCI Texas Cable Holdings LLC  TCI Texas Cable, Inc.  Time Warner Entertainment - Advance/Newhouse  TWE-A/N Texas Cable Partners General Ptnr.	49.50% limited  0.50% general  49.50% limited  0.50% general	2,189,000  (These homes passed also are included in the TWE systems listed under the MediaOne Cable Ownership chart.)	1,109,000  (These subscribers also are included in the TWE systems listed under the MediaOne Cable Ownership chart.)	N
	Peak Cablevision, LLC	TCI American Cable Holdings III, L.P.  Fisher Communications, L.L.C.	66.667% member  33.333% member	180,000	113,000	Y
	TCA Cable Partners II	TCI American Cable Holdings IV, L.P.  TCA Holdings II, L.P. (a Texas limited partnership)	20.00% general  80.00% general	450,000	308,000	Y
	US Cable of Coastal - Texas, L.P.	TCI USC, Inc.  US Cable Holdings, L.P.	37.06% limited  62.94% general	216,000	135,000	Y

	ENTITY	OWNERSHIP	OWNERSHIP %	CABLE HOMES PASSED	SUBSCRIBERS	PURCHASES PROGRAMMING THROUGH AT&T
	CAT Partnership	TCI Holdings II, Inc. Time Warner Entertainment Company, L.P. KBL Communications, Inc. Comcast Cable Communications, Inc.	33.333% general 16.667% general 16.667% general 33.333% general	57,000	39,000	Y
	Sioux Falls	Liberty of South Dakota, Inc. Midco of South Dakota, Inc.	50% general 50% general	98,000	65,000	Y

## MEDIAONE CABLE OWNERSHIP

ENTITY	OWNERSHIP	OWNERSHIP %	CABLE HOMES PASSED	SUBSCRIBERS	WILL PURCHASE PROGRAMMING THROUGH AT&T
MediaOne	MediaOne	100%	8,530,000	4,970,000	Y
Time Warner Entertainment	MediaOne	25.51%	17,940,000	11,150,000	N
	Time Warner	74.49%			

APPENDIX B

STAMP AND RETURN

## COLE, RAYWID &amp; BRAVERMAN, L.L.P.

ATTORNEYS AT LAW

SECOND FLOOR

1919 PENNSYLVANIA AVENUE, N.W.

WASHINGTON, D.C. 20006-3458

(202) 659-9750

ALAN RAYWID  
(1930-1991)OF COUNSEL  
FRANCES J. CHETWYND  
ELLEN S. DEUTSCHFACSIMILE  
(202) 452-0067

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FEDERAL COMMUNICATIONS COMMISSION  
OFFICE OF THE SECRETARY

July 7, 1999

FCC/MELLON

JUL 07 1999

JOHN P. COLE, JR.  
BURT A. BRAVERMAN  
ROBERT L. JAMES  
JOHN D. SEIVER  
WESLEY R. HEPPLER  
PAUL GLIST  
DAVID M. SILVERMAN  
JAMES F. IRELAND, III  
STEVEN J. HORVITZ  
CHRISTOPHER W. SAVAGE  
ANN FLOWERS  
ROBERT G. SCOTT, JR.  
SUSAN WHELAN WESTFALL  
THERESA A. ZETERBERG  
KARLYN D. STANLEY  
JOHN DAVIDSON THOMAS  
JOHN C. DODGE  
FREDERICK W. GIROUX  
GEOFFREY C. COOK  
MARIA T. BROWNE  
DONNA C. RATTLEY  
THOMAS SCOTT THOMPSON  
ADAM S. CALDWELL  
SANDRA GREINER GIBBS  
JAMES W. TOMLINSON  
MARK S. KRISTIANSEN  
CHRISTIN S. MCMELEY\*  
HEATHER M. WILSON  
DAVID N. TOBENKIN\*

\* ADMITTED IN OKLAHOMA ONLY  
\* ADMITTED IN CALIFORNIA ONLY

BY HAND DELIVERY

Federal Communications Commission  
Cable Services Bureau  
PO Box 358205  
Pittsburgh, PA 15251-5205

Re: Transfer to AT&T Corp. of MediaOne Group, Inc.'s  
Interest in FCC Licensees  
Cable Television Relay Station Service

Ladies and Gentlemen:

Enclosed please find FCC Form 327 requesting authority for the transfer from MediaOne Group, Inc. to AT&T Corp. of MediaOne Group, Inc.'s interest the licensees of the facilities on the attached list. We are also enclosing FCC Form 159 and a check in the amount of \$15,000.00 to cover the required filing fee.

Should you have any questions regarding this matter, please contact the undersigned.

Sincerely,



Wesley R. Heppler

enclosures

READ INSTRUCTIONS CAREFULLY  
BEFORE PROCEEDING

FEDERAL COMMUNICATIONS COMMISSION  
**REMITTANCE ADVICE**

APPROVED BY OMB 3060-0589

(1) LOCKBOX # 358205

PAGE NO. 1 OF 1

SPECIAL USE

FCC USE ONLY

**SECTION A - PAYER INFORMATION**

(2) PAYER NAME (if paying by credit card, enter name exactly as it appears on your card)

Cole, Raywid & Braverman, L.L.P.

(3) TOTAL AMOUNT PAID (dollars and cents)

\$ 15,000.00

(4) STREET ADDRESS LINE NO. 1

1919 Pennsylvania Avenue, N.W.

(5) STREET ADDRESS LINE NO. 2

Suite 200

(6) CITY

Washington

(7) STATE

D.C.

(8) ZIP CODE

20006

(9) DAYTIME TELEPHONE NUMBER (include area code)

(202) 659-9760

(10) COUNTRY CODE (if not in U.S.A.)

IF PAYER NAME AND THE APPLICANT NAME ARE DIFFERENT, COMPLETE SECTION B  
IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C)

**SECTION B - APPLICANT INFORMATION**

(11) APPLICANT NAME (if paying by credit card, enter name exactly as it appears on your card)

AT&T Corp

(12) STREET ADDRESS LINE NO. 1

(13) STREET ADDRESS LINE NO. 2

32 Avenue of the Americas

(14) CITY

New York

(15) STATE

NY

(16) ZIP CODE

10013

(17) DAYTIME TELEPHONE NUMBER (include area code)

212-387-4000

(18) COUNTRY CODE (if not in U.S.A.)

COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEETS (FORM 159-C)

**SECTION C - PAYMENT INFORMATION**

(19A) FCC CALL SIGN/OTHER ID

See Exhibit

(20A) PAYMENT TYPE CODE (PTC)

(21A) QUANTITY

1

(22A) FEE DUE FOR (PTC) IN BLOCK 20A

\$

FCC USE ONLY

(23A) FCC CODE 1

(24A) FCC CODE 2

(19B) FCC CALL SIGN/OTHER ID

(20B) PAYMENT TYPE CODE (PTC)

(21B) QUANTITY

(22B) FEE DUE FOR (PTC) IN BLOCK 20B

\$

FCC USE ONLY

(23B) FCC CODE 1

(24B) FCC CODE 2

(19C) FCC CALL SIGN/OTHER ID

(20C) PAYMENT TYPE CODE (PTC)

(21C) QUANTITY

(22C) FEE DUE FOR (PTC) IN BLOCK 20C

\$

FCC USE ONLY

(23C) FCC CODE 1

(24C) FCC CODE 2

(19D) FCC CALL SIGN/OTHER ID

(20D) PAYMENT TYPE CODE (PTC)

(21D) QUANTITY

(22D) FEE DUE FOR (PTC) IN BLOCK 20D

\$

FCC USE ONLY

(23D) FCC CODE 1

(24D) FCC CODE 2

**SECTION D - TAXPAYER INFORMATION (REQUIRED)**

(25)

PAYER TIN 0 5 2 0 8 2 0 0 7 1

(26) COMPLETE THIS BLOCK ONLY IF APPLICANT NAME IN B-11 IS DIFFERENT FROM PAYER NAME IN A-2

APPLICANT TIN 0 1 3 4 9 2 4 7 1 0

**SECTION E - CERTIFICATION**

(27) CERTIFICATION STATEMENT

I, Marlene Presley-Shoemaker

(PRINT NAME)

are true and correct to the best of my knowledge, information and belief. SIGNATURE *Marlene Presley-Shoemaker*

**SECTION F - CREDIT CARD PAYMENT INFORMATION**

(28)

MASTERCARD/VISA ACCOUNT NUMBER:

EXPIRATION DATE:

MONTH YEAR

VISA

I hereby authorize the FCC to charge my VISA or MASTERCARD  
for the service(s)/authorization(s) herein described.

AUTHORIZED SIGNATURE

DATE

EXHIBIT  
MEDIAONE CARS LICENSES

CALL SIGN	FEE CODE	QUANTITY	FEE
WHZ-714	TIC	1	\$200.00
KB-60119	TIC	1	\$200.00
WLY-233	TIC	1	\$200.00
WHZ-424	TIC	1	\$200.00
WHZ-425	TIC	1	\$200.00
WLY-340	TIC	1	\$200.00
WHZ-666	TIC	1	\$200.00
WAG-469	TIC	1	\$200.00
WGK-480	TIC	1	\$200.00
KB-60123	TIC	1	\$200.00
WLY-523	TIC	1	\$200.00
WGV-952	TIC	1	\$200.00
KA-80609	TIC	1	\$200.00
WHZ-892	TIC	1	\$200.00
WHZ-904	TIC	1	\$200.00
WHZ-891	TIC	1	\$200.00
WLY-306	TIC	1	\$200.00
WLY-451	TIC	1	\$200.00
WLY-449	TIC	1	\$200.00
WHZ-548	TIC	1	\$200.00
WHZ-547	TIC	1	\$200.00
WGZ-470	TIC	1	\$200.00
KD-55002	TIC	1	\$200.00
WAE-468	TIC	1	\$200.00
WAC-951	TIC	1	\$200.00
WHZ-434	TIC	1	\$200.00
WBM-643	TIC	1	\$200.00
KD-55006	TIC	1	\$200.00
WLY-538	TIC	1	\$200.00
WSH-22	TIC	1	\$200.00
WCK-818	TIC	1	\$200.00
WGK-632	TIC	1	\$200.00
WCK-816	TIC	1	\$200.00
WCK-817	TIC	1	\$200.00
WCK-819	TIC	1	\$200.00
WGV-910	TIC	1	\$200.00
WGV-911	TIC	1	\$200.00
KYX-60	TIC	1	\$200.00
KYX-69	TIC	1	\$200.00
KYX-70	TIC	1	\$200.00
WGV-831	TIC	1	\$200.00
WHZ-843	TIC	1	\$200.00
WLY-348	TIC	1	\$200.00
WGZ-256	TIC	1	\$200.00
WHZ-678	TIC	1	\$200.00
WHZ-684	TIC	1	\$200.00
WHZ-851	TIC	1	\$200.00
WLY-501	TIC	1	\$200.00



EXHIBIT  
MEDIAONE CARS LICENSES

CALL SIGN	FEE CODE	QUANTITY	FEE
WLY-522	TIC	1	\$200.00
WHZ-464	TIC	1	\$200.00
WBL-523	TIC	1	\$200.00
WHZ-319	TIC	1	\$200.00
KA-80638	TIC	1	\$200.00
WGZ-370	TIC	1	\$200.00
WAL-427	TIC	1	\$200.00
WAY-894	TIC	1	\$200.00
WGV-526	TIC	1	\$200.00
WBB-813	TIC	1	\$200.00
WHZ-560	TIC	1	\$200.00
WGV-843	TIC	1	\$200.00
WGV-515	TIC	1	\$200.00
WGZ-255	TIC	1	\$200.00
WGV-591	TIC	1	\$200.00
WAE-424	TIC	1	\$200.00
WAL-981	TIC	1	\$200.00
WAL-905	TIC	1	\$200.00
WFB-958	TIC	1	\$200.00
WRF-81	TIC	1	\$200.00
WRF-82	TIC	1	\$200.00
WHZ-225	TIC	1	\$200.00
WHZ-226	TIC	1	\$200.00
KB-60121	TIC	1	\$200.00
WHZ-223	TIC	1	\$200.00
WHZ-227	TIC	1	\$200.00
WHZ-320	TIC	1	\$200.00
			\$15,000.00

COLE, RAYWID & BRAVERMAN, L.L.P.  
VENDOR

CHECK NO. 58988

OUR REF. NO.	YOUR INV. NO.	INVOICE DATE	INVOICE AMOUNT	AMOUNT PAID	DISCOUNT TAKEN
21839	062599	06/25/99	FILING FEE/1203.22 15.000.00	15.000.00 Check total	.00 15.000.00

COLE, RAYWID & BRAVERMAN, L.L.P.  
1919 PENNSYLVANIA AVENUE N.W.  
WASHINGTON, DC 20006-3458

NATIONSBANK, N.A.  
15-120-540

58988

CHECK NO. 058988 CHECK DATE 06/25/99 VENDOR NO. FCC

PAY  
FIFTEEN THOUSAND AND 00/100 DOLLARS\*\*\*\*\*

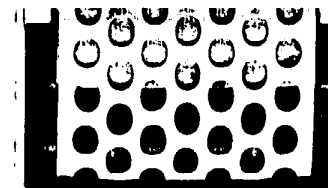
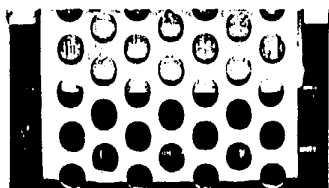
CHECK AMOUNT  
\$\*\*\*\*\*15.000.00

TO THE  
ORDER  
OF

FEDERAL COMMUNICATIONS  
COMMISSION

*Paul A.*

⑈058988⑈ ⑆054001204⑆ 002086050069⑈



Security features included. Details on back.

FEDERAL COMMUNICATIONS COMMISSION  
WASHINGTON, D.C. 20554

Approved by OMB  
3060-0055

APPLICATION FOR CABLE TELEVISION RELAY SERVICE STATION AUTHORIZATION

SCHEDULE A

Page 1 of \_\_\_\_\_

- 1.(a) Application for: ☐ License ☐ Renewal ☐ Assignment of License  
(Check only one box) ☐ Modification ☐ Reinstatement ☒ Transfer of Control  
☐ Amendment of Application

(b) Does this application refer to an existing station? ☒ YES ☐ NO If "YES," give call sign **See Ex A-1**

(c) If this application is for a modification of a licensed station, check the box(es) for the appropriate description(s). Attach as Exhibit A-1 a complete explanation of the modification or proposed construction.

- ☐ Add Channel(s) ☐ Change Transmit Site ☐ Add Receive Site(s) ☐ Change Antenna System  
☐ Delete Channel(s) ☐ Change Operating Power ☐ Delete Receive Site(s) ☐ Change Height of Antenna Structure  
☐ Change Transmitter ☐ Change Receive Site(s) ☐ Change Height of Antenna  
☐ Other (Specify)

2.(a) Indicate the name, mailing address, and telephone number of the applicant.

LEGAL NAME OF APPLICANT (If person, list last name first)				
AT&T Corp.				
CONTINUE NAME HERE IF NEEDED				
ASSUMED NAME USED FOR DOING BUSINESS (If any)				
MAILING STREET ADDRESS OR P.O. BOX				
32 Avenue of the Americas				
CITY	STATE	ZIP CODE	AREA CODE	TELEPHONE NO.
New York	NY	10013	212	387-4000

(b) Indicate Internal Revenue Service Employer Identification (E.I.) Number used by the applicant.  
If the applicant has no E.I. Number, use Social Security Number.

E.I. NO. (OR SOC. SEC. NO.)  
**13-4924710**

(c) Indicate the name, mailing address, and telephone number of person to contact, if other than applicant.

NAME OF CONTACT PERSON (Last name first.)				
Schneider, Mark D.				
CONTINUE NAME HERE IF NEEDED				
FIRM OR COMPANY NAME				
Sidley & Austin				
MAILING STREET ADDRESS OR P.O. BOX				
1722 Eye Street, N.W.				
CITY	STATE	ZIP CODE	AREA CODE	TELEPHONE NO.
Washington	DC	20006	202	736-8058

Attach as Exhibit A-2 the name, mailing address, and telephone number of each additional person who should be contacted, if any.

(d) Indicate the address where the station's records will be maintained.

STREET ADDRESS				
ON FILE - ON CHANGE				
CITY	STATE	ZIP CODE		

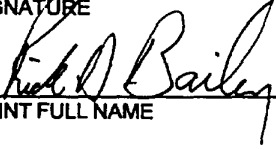
	YES	NO
3.(a) Will the applicant provide program material to cable television systems other than those which the applicant owns or operates?  N/A  If "YES," attach as Exhibit A-3 a copy of a written contract specifying that service will be provided on a non-profit, cost-sharing basis; or a copy of a written statement specifying that service will be provided without charge.		
(b) Will the applicant control the station equipment?	X	
(c) Will the applicant have unlimited access to the equipment?	X	
(d) Will effective measures be taken to prevent use of the equipment by unauthorized persons?	X	
(e) Has the applicant or any controlling party to this application had any FCC station license, permit, or authorization revoked?  If "YES," attach as Exhibit A-4 a statement identifying the license, permit, or authorization revoked and the circumstances relevant to the revocation.		X
4. Attach as Exhibit A-5 a statement showing that the applicant is eligible, pursuant to Part 78 of the Rules, to be a licensee.		
5. Attach as Exhibit A-6 a map or drawing of appropriate detail showing the complete proposed relay system including points of interconnection, if any, with other cable television relay stations, common carrier stations, and/or other stations. The map or drawing should show the following: (a) Direction of true north; (b) Location of transmitting site(s), the location of any intermediate relay station(s), passive repeater(s), and terminal receiving point(s); (c) Call sign(s) and licensee(s) of any station(s) to which applicant's proposed station will be interconnected; (d) Every path number for the station for which this application is filed.		
6. For a new station, new receive site, or change in azimuth, transmit antenna, power (increase only), or frequency of an existing station, attach as Exhibit A-7 a statement or showing detailing the results of a frequency coordination study performed pursuant to Section 78.36 of the FCC Rules by a technically qualified person or entity (e.g. local coordinating committees, frequency engineering firms, etc.).		
7. Is the applicant, or any of its partners, members, or owners, a foreign government or the representative thereof?		
<p style="text-align: center;"><b>CERTIFICATION</b></p> <p>All the statements made in the application and attached exhibits are considered material representations, and all the exhibits are a material part hereof and are incorporated herein as if set out in full in the application.</p> <p>The applicant certifies that he has a current copy of the Commission's Rules governing the Cable Television Relay Service (CARS).</p> <p>The applicant waives any claim to the use of any particular frequency as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise, and requests an authorization in accordance with this application.</p>		
I CERTIFY that the statements in this application are true, complete, and correct to the best of my knowledge and belief and are made in good faith.	SIGNATURE 	DATE 7/1/99
WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND IMPRISONMENT. U.S. CODE, TITLE 18, SECTION 1001.	PRINT FULL NAME  Rick D. Bailey	
(Check appropriate classification)		
<input type="checkbox"/> INDIVIDUAL APPLICANT	<input type="checkbox"/> MEMBER OF APPLICANT PARTNERSHIP	<input checked="" type="checkbox"/> OFFICER OF APPLICANT CORPORATION
		<input type="checkbox"/> OFFICER OF APPLICANT ASSOCIATION
		<input type="checkbox"/> OFFICIAL OF APPLICANT GOVERNMENTAL ENTITY

EXHIBIT A-1  
MEDIAONE CARS LICENSES

ENTITY	CALL SIGN	LOCATION	STATE
Continental Cablevision St. Paul, Inc.	WHZ-714	Minneapolis	MN
	KB-60119	St. Paul	MN
	WLY-233	St. Paul	MN
King Videocable Company	WHZ-424	Lake Elsinore	CA
	WHZ-425	Elsinore Peak	CA
	WLY-340	San Andreas	CA
	WHZ-666	Sutter Hill	CA
	WAG-469	San Andreas	CA
	WGK-480	Placerville	CA
	KB-60123	Near Elsinore Peak	CA
	WLY-523	Sutter Hill	CA
MediaOne Acquisition of Northern Illinois, Inc.	WGV-952	Homewood	IL
	KA-80609	Downers Grove	IL
MediaOne Enterprises, Inc.	WHZ-892	Westerly	RI
	WHZ-904	Exeter	RI
	WHZ-891	Johnson	RI
	WLY-306	Cathedral City	CA
	WLY-451	Beaumont	CA
	WLY-449	Riverside County	CA
	WHZ-548	Banning	CA
	WHZ-547	Whitewater	CA
	WGZ-470	Palm Desert	CA
	KD-55002	Palm Desert	CA
	WAE-468	North Fort Myers	FL
	WAC-951	Bonita Springs	FL
	WHZ-434	Pine Island	FL
	WBM-643	Pine Island	FL
	KD-55006	25 mile radius of Naples	FL
	WLY-538	Pine Ridge	FL
MediaOne of California, Inc.	WSH-22	Livermore	CA
MediaOne of Fresno, Inc.	WCK-818	Cressy	CA
	WGK-632	Fresno	CA
	WCK-816	Livermore	CA
	WCK-817	Madera	CA
	WCK-819	Plainsburg	CA
MediaOne of Greater Florida, Inc.	WGV-910	Jacksonville	FL
	WGV-911	Jacksonville	FL
MediaOne of Illinois, Inc.	KYX-60	Louisiana	MO
	KYX-69	Hannibal	MO
	KYX-70	Quincy	MO
MediaOne of Lakewood, Inc.	WGV-831	Signal Hill	CA
MediaOne of Los Angeles, Inc.	WHZ-843	City Hall	CA
	WLY-348	Los Angeles	CA
	WGZ-256	Los Angeles	CA
	WHZ-678	S. Broadway	CA
	WHZ-684	S. Vermont	CA
	WHZ-851	S. Vermont	CA
	WLY-501	Compton	CA

EXHIBIT A-1  
MEDIAONE CARS LICENSES

ENTITY	CALL SIGN	LOCATION	STATE
	WLY-522	Whittier	CA
MediaOne of Massachusetts, Inc.	WHZ-464	Berkley	MA
MediaOne of Metropolitan Detroit, Inc.	WBL-523	Holt	MI
MediaOne of New York, Inc.	WHZ-319	Ossining	NY
MediaOne of Northern California, Inc.	KA-80638	Marysville	CA
	WGZ-370	Marysville	CA
MediaOne of Ohio, Inc.	WAL-427	Bellevue	OH
	WAY-894	Galion	OH
	WGV-526	New Riegel	OH
	WBB-813	Upper Sandusky	OH
MediaOne of Sierra Valleys, Inc.	WHZ-560	Fresno	CA
	WGV-843	Mendota	CA
	WGV-515	Reedley	CA
MediaOne of Southeast Michigan, Inc.	WGZ-255	Lodi Township	MI
MediaOne of Southern New England, Inc.	WGV-591	Lowell	MA
	WAE-424	Woburn	MA
	WAL-981	New Bedford	MA
MediaOne of Virginia, Inc.	WAL-905	Near Miller Falls	MA
	WFB-958	Palmer	MA
	WRF-81	Pelham	MA
	WRF-82	Shelburne Falls	MA
MediaOne of Western New England, Inc.	WHZ-225	East Granby	CT
	WHZ-226	Hartland	CT
	KB-60121	Stafford	CT
	WHZ-223	Stafford	CT
	WHZ-227	Windsor Lock	CT
	WHZ-320	Springfield	MA

**EXHIBIT A-2**  
**FCC FORM 327**  
**SCHEDULE A, ITEM 2(c)**

In addition to the contact person shown in response to item 2(c) on the face of the form, copies of correspondence and records relating to the CARS facilities on Exhibit A-1 should be directed to:

Rick D. Bailey  
Vice President, Federal Government Affairs  
AT&T Corp.  
1120 20th Street, NW, Suite 1000  
Washington, DC 20036

Betsy J. Brady  
AT&T Corp.  
1120 20th Street, NW, Suite 1000  
Washington, DC 20036

Wesley R. Heppler, Esquire  
Cole, Raywid & Braverman, L.L.P.  
Suite 200  
Washington, DC 20006  
Telephone: 202/659-9750

**APPLICATION FOR CABLE TELEVISION RELAY SERVICE STATION AUTHORIZATION**

**SCHEDULE B. Control and Ownership Information** (*The information submitted in this schedule should enable the Commission to identify all entities which either directly or indirectly control the applicant.*)

**SECTION I. Control and Ownership**

1. The following information must be provided for the applicant; for each member or partner, if the applicant is an unincorporated association or partnership; and for each cable television owner or operator, if the applicant is a cooperative enterprise wholly owned by cable television owners or operators. Indicate the legal name; the type of entity (1 = Individual, 2 = Partnership, 3 = Corporation, 4 = Unincorporated Association, or 5 = Governmental Entity); and the Internal Revenue Service Employer Identification (E.I.) Number used by the entity (if the entity has no E.I. Number, use Social Security Number). If the entity is a nongovernmental corporation, indicate the state under whose laws the corporation is organized.

LEGAL NAME (If person, list last name first)

**AT&T Corp.**

CONTINUE NAME HERE IF NEEDED

ENTITY  
CODE ▶**3**

E.I. NO. (or Soc. Sec. No.)

**13-4924710**STATE OF  
INCORPORATION ▶**NY**

Indicate applicant's members, partners; or owners (if a cooperative enterprise).

LEGAL NAME (If person, list last name first)

CONTINUE NAME HERE IF NEEDED

ENTITY  
CODE ▶

E.I. NO. (or Soc. Sec. No.)

STATE OF  
INCORPORATION ▶

LEGAL NAME (If person, list last name first)

CONTINUE NAME HERE IF NEEDED

ENTITY  
CODE ▶

E.I. NO. (or Soc. Sec. No.)

STATE OF  
INCORPORATION ▶

LEGAL NAME (If person, list last name first)

CONTINUE NAME HERE IF NEEDED

ENTITY  
CODE ▶

E.I. NO. (or Soc. Sec. No.)

STATE OF  
INCORPORATION ▶

(If additional space is needed, attach as Exhibit B-1 the requested information in the same format as above.)

2. Is the applicant a cooperative enterprise wholly owned by cable television owners or operators?

YES NO

**X**

3. Has the above-named applicant filed FCC Form 325 indicating all entities which either directly or indirectly control the applicant?

**N/A**

If "YES," no further items in this section need be answered.

4. If the applicant is an unincorporated association or partnership, have the applicant's controlling members or partners filed FCC Form(s) 325 indicating all entities which either directly or indirectly control such controlling members or partners?

**N/A**

If "YES," attach as Exhibit B-2 a statement explaining which members or partners control the applicant; no further items in this section need be answered.



5. If the answer to item 2 is "YES," have the controlling owners or operators of the cooperative enterprise filed FCC Form(s) 325 indicating all entities which either directly or indirectly control such controlling owners or operators?

N/A

If "YES," attach as Exhibit B-3 a statement explaining which owners or operators control the applicant; no further items in this section need be answered.

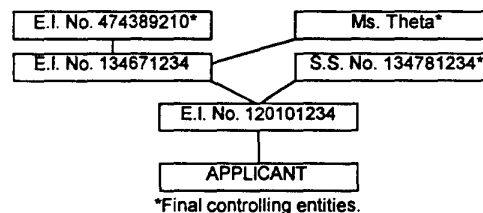
YES	NO

6. If the applicant does not answer "YES" to item 3, 4, or 5:

Attach as Exhibit B-4 the information requested of the applicant in item one for each entity which either directly or indirectly controls the applicant. In addition, attach as Exhibit B-5 a detailed diagram of the "family tree" showing the direct or indirect control of the applicant, to and including the final controlling entity or entities. The final controlling entity or entities should be specifically identified.

#### EXAMPLE

If the applicant is controlled by Partnership Alpha (E.I. No. 120101234) which in turn is controlled by Corporation Beta (E.I. No. 134671234) and by Mr. Dee (who has no E.I. No., but Social Security No. 134781234); and finally Mr. Cay (E.I. No. 474389210) and Ms. Theta (who has no E.I. No. and has elected not to provide her Social Security No.) control Corporation Beta, the diagram would be depicted as shown on the right:



NOTE: Use the word "applicant," not the applicant's name. For controlling entities, use the E.I. No. If they have no E.I. No., use Social Security No. Use controlling entities name only if no E.I. No. or Social Security No. is given. Also, indicate the final controlling entities.

## SECTION II. Assignment of Authorization or Transfer of Control

Indicate the name, mailing address, and telephone number of the licensee.

LEGAL NAME OF APPLICANT (If person, list name first.)				
SEE EXHIBIT A-1				
CONTINUE NAME HERE IF NEEDED				
ASSUMED NAME USED FOR DOING BUSINESS (If any)				
MAILING STREET ADDRESS OR P.O. BOX				
188 Inverness Drive West, 6th Floor				
CITY	STATE	ZIP CODE	AREA CODE	TELEPHONE NO.
Englewood	CO	80112	303	858-3575

Commission authorization is hereby requested for: (Check only one box)

- ☐ Assignment of CARS license. ☒ Transfer of control of CARS license.

Attached as Exhibit B-6 is a statement describing the proposed assignment or transfer of control. The assignment or transfer of control shall not be completed or become effective until authorization has been issued by the Commission.

Signature

*Stephen E. Brilz*

Date

6/20/99

WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE & IMPRISONMENT. U.S. CODE, TITLE 18, SECTION 1001.

PRINT FULL NAME

STEPHEN E. BRILZ

(Check appropriate classification.)

- ☐ Individual Applicant ☐ Member of Applicant Partnership ☐ Officer of Applicant Corporation ☐ Officer of Applicant Association ☐ Official of Applicant Governmental Entity